



Corporate Governance Committee Charter

(May 2016)

Purpose

The Corporate Governance Committee is responsible for assisting the Board of Directors (the “Board”) of DMCI Holdings, Inc. (the “Corporation”) in fulfilling its oversight responsibilities in relation to:

- the overall approach to corporate governance of the Corporation
- the size, composition and structure of the Board and its committees;
- orientation and continuing education for directors;
- any additional matters delegated to the Corporate Governance Committee by the Board.

Membership Composition

The Corporate Governance (CG) Committee shall be composed of at least three (3) members of the Board, majority of whom shall be independent directors of the Company. The Board shall designate one member, who must be an independent director, to serve as the Committee Chairman.

Duties and Responsibilities

The CG Committee shall have the following duties and general responsibilities:

- Formulate policies that will promote compliance with all rules, laws, regulations and company policies
- Review and implement the Company’s corporate governance activities and programs

- Monitor and facilitate the Company's compliance with all rules and policies
- Conduct annual review of the effectiveness of the Officers and employees in fulfilling their responsibilities

Reporting

The CG Committee shall regularly report to the Board on all significant matters that are within its responsibilities

Review and Meeting

The CG Committee will review its Charter at least annually and submit to the Board for approval any amendments thereof.

The CG Committee shall meet at least four (4) times a year.